STATE OF CALIFORNIA

BUSINESS, TRANSPORTATION AND HOUSING AGENCY

DEPARTMENT OF CORPORATIONS

TO: 1st-escrow.com
1st-escrow, Inc.
John Carter, President
Matthew D. Powell, Vice President
304 South Plant Avenue
Tampa, Florida 33606

John Carter
21441 Carol Sue Lane
Santa Clarita, California 91350-1706

DESIST AND REFRAIN ORDER

(For violations of sections 17200 and 17403 of the California Financial Code)

The California Corporations Commissioner finds that:

1. 1st-escrow.com, 1st-escrow, Inc., John Carter and Matthew D. Powell have engaged in the business of an escrow agent by advertising escrow services over the internet at www.1st-escrow.com as follows:

   a) 1st-escrow.com represents on its website that it was incorporated in the State of Florida in February 2003 as 1st-escrow, Inc. Records of the Florida Department of State, Division of Corporations, list 1st-escrow, Inc., as an active Florida corporation, with John Carter as President and Matthew D. Powell as Vice President.

   b) 1st-escrow.com is offering to process personal property escrows over the Internet and has advertised via its web site that it is located at 304 South Plant Avenue, Tampa, Florida 33606. 1st-escrow.com is offering its escrow services via its website without prohibiting the use of its services to the residents of any particular state, including California.

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1   c) 1st-escrow.com purports to be in full compliance with all applicable laws,

2 including "all applicable laws related to providing escrow services."

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4   2. Neither 1st-escrow.com, 1st-escrow, Inc., John Carter nor Matthew D. Powell has been

5 issued a license from the Commissioner authorizing them to conduct business as an escrow agent, as

6 required by California Financial Code section 17200.

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8   3. Neither 1st-escrow.com, 1st-escrow, Inc., John Carter nor Matthew D. Powell is exempt

9 from the licensing requirements of California Financial Code section 17200.

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11   4. Neither 1st-escrow.com, 1st-escrow, Inc., John Carter nor Matthew D. Powell has been

12 issued a license from the Commissioner authorizing them to use words indicating that they are in the

13 escrow business, as required by California Financial Code section 17403.

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15 Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that

16 1st-escrow.com, 1st-escrow, Inc., John Carter and Matthew D. Powell and their officers, directors,

17 partners, agents, employees and/or servants are in violation of California Financial Code sections

18 17200 and 17403(a). Pursuant to California Financial Code section 17416, 1st-escrow.com, 1st-

19 escrow, Inc., John Carter and Matthew D. Powell are hereby ordered to desist and refrain from

20 engaging in the business of receiving escrows for deposit or delivery without first obtaining a license

21 from the Commissioner. Pursuant to California Financial Code section 17403(b), 1st-escrow.com,

22 1st-escrow, Inc., John Carter and Matthew D. Powell are further ordered to immediately desist and

23 refrain from issuing, circulating, or publishing any advertisement by means of any communication,

24 including any website, or making use of or circulating any letterheads, billheads, blank notes, blank

25 receipts, blank escrow instructions, certificates, circulars, or any written or printed paper containing

26 any fictitious or corporate name or other words indicating that they are in the escrow business.

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28 This Order is necessary, in the public interest, for the protection of investors and consistent with the

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purposes, policies and provisions of the California Escrow Law. This order shall remain in full force and effect until further order of the California Corporations Commissioner.

Dated: June 9, 2005
               Sacramento, California

                                        WAYNE STRUMPFER
                                        Acting California Corporations Commissioner

                          By: _____
                                 ALAN S. WEINGER
                                 Acting Deputy Commissioner
                                 Enforcement Division

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